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and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
CIRCUIT CITY STORES, INC., :
et al., : Case No. 08- (
Debtors. : Jointly Administered
- - - - - X

**DEBTORS' MOTION FOR ORDER PURSUANT
TO 11 U.S.C. §§ 105(a), 365(a) AND 554 AND FED. R.
BANKR. P. 6006 AUTHORIZING REJECTION OF UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY AND ABANDONMENT
OF PERSONAL PROPERTY EFFECTIVE AS OF THE PETITION DATE**

The debtors and debtors in possession in the
above-captioned cases (collectively, the "Debtors")¹

¹ The Debtors and the last four digits of their respective
taxpayer identification numbers are as follows: Circuit City
Stores, Inc. (3875), Circuit City Stores West Coast, Inc.

(cont'd)

hereby move (the "Motion") for entry of an order, under sections 105(a), 365(a) and 554 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors (i) to reject those certain unexpired leases of nonresidential real property listed hereto as Exhibit A, including any amendments, modifications or subleases thereto (collectively, the "Leases") located at the addresses listed hereto on Exhibit A (the "Premises"), and any guaranties thereof, effective as of the Petition Date (as defined below), unless previously terminated by agreement, and (ii) to abandon any equipment, furniture, or fixtures located at the Premises on the Petition Date. In support of the Motion, the Debtors rely upon and

(cont'd from previous page)

(0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

incorporate by reference the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the "Besanko Declaration"), filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006.

BACKGROUND

3. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including

their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Besanko Declaration, filed concurrently herewith and fully incorporated herein by reference.²

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. No trustee or examiner has been appointed in these chapter 11 cases, and no committees have yet been appointed or designated.

RELIEF REQUESTED

6. By this Motion, the Debtors request the entry of an order under Bankruptcy Code sections 105(a) and 365(a) authorizing the Debtors to reject the Leases (including any subleases thereto) as of the Petition Date, unless previously terminated by agreement. As discussed below, the Debtors propose to offer the landlord associated with the Leases (the "Landlords") an

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Besanko Declaration.

opportunity to object to rejection of the Leases as of the Petition Date following entry of an order granting this Motion.

7. The Debtors further seek authority under Bankruptcy Code sections 105(a) and 554 to abandon any equipment, furniture, or fixtures located at the Premises on the Petition Date (the "Abandoned Property").

BASIS FOR RELIEF

8. Circuit City Stores, Inc. is a party to the Leases governing the Premises. The Premises were previously used by the Debtors as retail stores or distribution centers, and operations at the Premises ceased prior to the Petition Date.

9. Prior to the Petition Date, the Debtors vacated the Premises and surrendered possession to the Landlords. The Debtors may continue, however, to be obligated to pay rent under the Leases, even though they will have no continuing operations in those facilities and no other productive use for those Premises. The estimated annual cost of the Leases is approximately \$40 million.

10. In considering their options with respect to the Leases, the Debtors believe that there remains no other viable possibility other than rejection of the Leases. As set forth in the Besanko Declaration, the Debtors are in the process of closing certain stores that they have determined are underperforming or otherwise unprofitable, including those subject to the Leases.

11. Through the rejection of the Leases, the Debtors will be relieved from paying the rent, as well as certain other costs, including taxes, insurance, operating expenses, and other future related charges associated with the Leases. By rejecting the Leases at this time, the Debtors will avoid incurring unnecessary administrative charges that provide no tangible benefit to the Debtors' estates. The resulting savings from the rejection of the Leases will increase the Debtors' future cash flow and assist the Debtors in managing their estates.

12. The Debtors have determined through an exercise of their business judgment to reject the Leases, and that such rejection is in the best interests of the

Debtors and other parties in interest. In connection with such rejection of the Leases, the Debtors will surrender possession of the Premises to the landlord for the Leases as of the Petition Date.

13. Additionally, the Debtors have determined that the abandonment of the Abandoned Property is appropriate because such property is of inconsequential value and/or the cost of removing and storing such property exceeds its value to the Debtors' estates. Moreover, the Debtors believe that the Abandoned Property no longer is necessary for the operation of the Debtors' businesses.

14. Accordingly, the Debtors believe that the rejection of the Leases and any guaranties thereof and the abandonment of the Abandoned Property is in the best interests of their estates, their creditors, and other parties in interest.

15. Moreover, rejection of the Leases and abandonment of the Abandoned Property effective as of the Petition Date is necessary and justified under the circumstances. Prior to the Petition Date, the Debtors vacated the Premises and surrendered possession to the

Landlords. Accordingly, the Debtors seek to reject the Leases and abandon the Abandoned Property effective as of the Petition Date.

16. Rejection of the Leases and abandonment of the Abandoned Property as of the Petition Date will not harm or otherwise prejudice the Landlords, and the Debtors propose to serve any order granting the relief requested in this Motion on the Landlords and provide such Landlords with an opportunity to object to the relief granted therein. Specifically, the Debtors submit that if any Landlord objects to the relief granted by an order approving this Motion, such Landlord may file a written objection and serve it upon counsel for the Debtors (the "Landlord Objection"). If any such Landlord Objection is filed, the Debtors further request that a hearing on such Landlord Objection be held on or before December 1, 2008.

17. Finally, the Debtors seek rejection of the Leases and abandonment of the Abandoned Property as of the Petition without prejudice to the rights of any Landlord to seek an administrative claim for rent and

related charges for the period subsequent to the Petition Date.

18. Accordingly, the Leases should be rejected and the Abandoned Property abandoned effective as of the Petition Date.

APPLICABLE AUTHORITY

I. REJECTION OF THE LEASES IS A SOUND EXERCISE OF THE DEBTORS' BUSINESS JUDGMENT.

19. Bankruptcy Code section 365(a) provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). A debtor's determination to reject an executory contract is governed by the "business judgment" standard. See Lubrizol Enterprises, Inc. v. Richmond Metal Finishers, Inc., 756 F.2d 1043, 1046-47 (4th Cir. 1985), cert. denied sub nom., Lubrizol Enters., Inc. v. Canfield, 475 U.S. 1057 (1986) (stating that a debtor's decision to reject an executory contract is governed by the business judgment standard and can only be overturned if the decision was the product of bad faith, whim, or caprice); In re Extraction

Technologies of VA, L.L.C., 296 B.R. 393, 399 (Bankr. E.D. Va. 2001).

20. Once the Debtors articulate a valid business justification, "[t]he business judgment rule 'is a presumption that in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.'"

Official Comm. Of Subordinated Bondholders v. Integrated Res., Inc., 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting Smith v. Van Gorkom, 488 A.2d 858, 872 (Del. 1985)).

21. The business judgment rule has vitality in chapter 11 cases and shields a debtor's management from judicial second-guessing. See Comm. Of Asbestos-Related Litigants and/or Creditors v. Johns-Manville Corp., 60 B.R. 612, 615 16 (Bankr. S.D.N.Y. 1986) ("[T]he Code favors the continued operation of a business by a debtor and a presumption of reasonableness attaches to a debtor's management decisions.").

22. As set forth above, the Debtors clearly have satisfied the "business judgment" standard for rejecting the Leases. The Leases are financially

burdensome and unnecessary to the Debtors' ongoing operations and business. Rejection of the Leases is in the Debtors' best interests because the Debtors are no longer operating retail operations at the Premises. Moreover, the Debtors have reviewed the Leases and have determined that the Leases do not have any marketable value beneficial to the Debtors' estates. Accordingly, the Debtors have determined that the Leases constitute an unnecessary drain on the Debtors' cash flow and, therefore, rejection of the Leases reflects the Debtors' exercise of sound business judgment.

23. Moreover, any subleases of any of the Premises subject to the Leases will be likewise rejected upon rejection of the primary Lease. Chatlos Systems, Inc. v. Kaplan, 147 B.R. 96, 99 (D. Del. 1992) (holding that rejection of a primary lease results in deemed rejection of any sublease). Out of an abundance of caution, however, the Debtors likewise seek rejection of any subleases associated with the Leases.

24. The Debtors also respectfully request that the Court enter an order that the effective date of

rejection of the Leases is the date of the filing of the Debtors' bankruptcy petitions.

25. Section 365 of the Bankruptcy Code does not specifically address whether the Court may order rejection to be effective retroactively. However, many courts have held that bankruptcy courts may, in their discretion, authorize rejection retroactive to a date prior to entry of the court's order. See, e.g., In re At Home Corp., 392 F.3d 1064, 1065-66 (9th Cir. 2004) (affirming bankruptcy court's approval of retroactive rejection), cert. denied sub nom. Pacific Shores Dev., LLC v. At Home Corp., 546 U.S. 814 (2005); In re CCI Wireless, LLC, 297 B.R. 133, 140 (D. Colo. 2003).

26. Rejection of the Leases as of the Petition Date will not harm or otherwise prejudice the Landlords, as the Debtors propose to serve any order granting the relief requested in this Motion on the Landlords and provide such Landlords with an opportunity to object to the relief granted therein. Moreover, the Landlords will be relieved of their own obligations under the Leases, allowing them to cease performance and immediately repossess their property, if applicable.

27. In summary, the Debtors believe that the proposed rejection of the Leases is tailored to minimize administrative expense, maximize distributions to creditors in these chapter 11 cases, and return control of the Premises to the Landlords quickly. In the exercise of their sound business judgment, the Debtors thus seek authority to reject the Leases effective as of the Petition Date.

II. THE BANKRUPTCY CODE AUTHORIZES THE ABANDONMENT OF THE ABANDONED PROPERTY.

28. Bankruptcy Code section 554(a) provides that "[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). Courts give debtors in possession great deference to their decisions to abandon under section 554. See In re Vel Rey Props., Inc., 174 B.R. 859, 867 (Bankr. D.D.C. 1994) ("Clearly, the court should give deference to the trustee's judgment in such matters."). Unless the property is harmful to the public, once the debtors in possession have shown that the property is burdensome or

of inconsequential value and benefit, the court should approve the abandonment. Id. at 868.

29. The Debtors believe that the costs of moving and storing the Abandoned Property would far outweigh any benefit to their estates. Moreover, the Debtors believe that any efforts to move the Abandoned Property would unnecessarily delay the rejection of the Leases. Therefore, it is in the Debtors' best interests to abandon the Abandoned Property located at the Premises on the Petition Date.

30. Numerous courts, including those in this district, have authorized similar relief. See, e.g., In re Movie Gallery, Inc., et al., Case No. 07-33849 (Bankr. E.D. Va. Oct. 17, 2007); In re Storehouse, Inc., Case No. 06-11144 (Bankr. E.D. Va. Nov. 21, 2006); In re Rowe Furniture, Inc., Case No. 06-11143 (Bankr. E.D. Va. Nov. 21, 2006); In re The Rowe Cos., Case No. 06-11142 (Bankr. E.D. Va. Nov. 21, 2006).

NOTICE

31. Notice of this Motion will be given to:
(i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent

for Debtors' postpetition lenders; (iii) counsel to the agent for the Debtors' prepetition lenders; and (iv) the Debtors' top fifty (50) largest unsecured creditors on a consolidated basis. The Debtors submit that, under the circumstances, no other or further notice of the Motion is required.

WAIVER OF MEMORANDUM OF LAW

32. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

33. No previous motion for the relief sought herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: November 10, 2008
Richmond, Virginia

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Proposed Counsel for Debtors and
Debtors in Possession

EXHIBIT A

List of Leases

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6001	Syracuse Sublease (Former 1115 Service) (S/L)	7351 Round Pond Road	Prime Lease	North Syracuse	Wec 97G-Syracuse Investment Trust	C/O David M. Van Driel	6032 Dudley Court		Arvada	CO	80004
6022	Miami Sublease (Former Dist./Hd 00208/00043) (S/L)	3245-B Meridian Parkway	Prime Lease		Lexington Lion Weston I Lp	C/O Md Hodges, And Ing Clarion Company	3350 Riverwood Parkway, Suite 850		Atlanta	GA	30339
6022	Quantum Fine Casework, Inc.	3245-B Meridian Parkway	Sublease		Quantum Fine Casework, Inc.	3245 Meridian Parkway	Attn: Jeff McGovern		Weston	FL	33331
6027	Chicago Sublease (Former 226 Dist./59 Serv.) (S/L)	6300-B Muirfield Drive	Prime Lease	Turnberry Lakes Business Ctr.	Circuit Distribution - Illinois	C/O Cardinal Capital Partners, Inc.	8214 Westchester Drive	9Th Floor	Dallas	TX	75225-5520
6027	Ge Transportation Systems	6300-B Muirfield Drive	Sublease		Ge Transporation Systems	2901 Eastlake Road	Chief Financial Officer, Bldg 14-5		Erie	PA	16531
6028	Chehalis Sublease (Former 367 Dist.) (S/L)	208 Maurin Road	Prime Lease		Chehalis Hawaii Partners, Llc	C/O Kurisu & Fergus	1000 Bishop Street, Suite 310		Honolulu	HI	96813
6028	Dhl Express, Inc.	208 Maurin Road	Sublease		Dhl Global Business Services	1200 S. Pine Island Road	Suite 500		Plantation	FL	33324
6030	Des Moines Sublease (Former 885 Dist.) (S/L)	1010 S.E. 54Th Street	Prime Lease		Cc - Investors 1996-17	C/O Cardinal Capital Partners, Inc.	8214 Westchester Drive, 9Th Floor		Dallas	TX	75225
6030	Remington Seeds	1010 S.E. 54Th Street	Sublease		Remington Seeds, Llc	Attn: Steve Hageman	4746 West Us Highway 24	Po Box 9	Remington	IN	47977
6044	Fredericksburg Ss Relo (Former Store #01601) (S/L)	3061 Plank Road	Prime Lease		Tam Stockton, Llc	C/O Sansome Pacific Properties	500 Washington Street Suuite 475		San Francisco	CA	94111
6044	Dollar Tree Stores, Inc. (Store #630)	3061 Plank Road	Sublease		Dollar Tree Stores, Inc.	500 Volvo Parkway	Attn: Real Estate		Chesapeake	VA	23320
6049	Detroit Sublease (Former #1117 Service/Hd)	7171 Haggerty Road	Prime Lease		Carrollton Arms	C/O Bob Paciocco	1330 Goldsmith		Plymouth	MI	48170
6051	Gurnee Mills Ss Relo (S/L) (Former Store #03127)	6609 Grand Avenue	Prime Lease	Grand Hunt Shopping Center	Olp 6609 Grand Llc	C/O One Liberty Properties, Inc.	60 Cutter Mill Road	Suite 303	Great Neck	NY	11021
6051	La-Z-Boy Showcase Shoppes, Inc.	6609 Grand Avenue	Sublease		La-Z-Boy Showcase Shoppes	724 Hoffman Street			Hammond	IN	46327

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6053	El Paso East Ss Relo (Former Store #04508)	1145 Westmoreland Drive	Prime Lease		Sullivan Crosby Trust	2851 Jacks Valley Road		Sullivan, M. W. & Kathryn Crosby	Genoa	NV	89411
6053	Salom Sons Inc.	1145 Westmoreland Drive	Sublease		Salom Sons, Inc.	Caa Bella, 500 Zaeagosa, Suite K	Attn: Martha Salom		El Paso	TX	79907
6054	Cherry Hill Ss Relo (Former Store #00734)	2128 Route 38	Prime Lease		Silverstein - Trustee, Raymond	The Goodman Group	131A Gaither Drive		Mt. Laurel	NJ	08054
6057	Columbus Ss Relo (Former Store #03200) (S/L)	3001 Airport Throughway	Prime Lease		Circuit Investors #2 Ltd.	C/O Robert Balogh	777 Arthur Godfrey Road, #400		Miami Beach	FL	33140
6057	Restoration Ministries	3001 Airport Throughway	Sublease		Restoration Ministries	4105 Beallwood Avenue			Columbus	GA	31904
6102	Fairfax Surplus (Former Store #03102)	11220 James Swart Circle	Prime Lease	Fairfax Court	Fairfax Court Lp	C/O Simon Property Group	225 W. Washington Street		Indianapolis	IN	46204-3438
6112	Kileen Mini-Ss (S/L) Surplus (Former Store #1612)	2500 E. Central Texas Expwy., Suite C	Prime Lease	Cielo Vista S.C.	Bc Portland Partners, Inc.	675 Third Ave.	Attn: Arthur Walker		New York	NY	10017
6112	Wired Management, Llc	2500 E. Central Texas Expwy., Suite C	Sublease		Wired Management, Llc	Attn: Real Estate	1033 South Fort Hood Street		Killeen	TX	76541
6133	Darien Surplus (Former Store #03116)	2157 75Th Street	Prime Lease	Darien Towne Center	Inland Us Management, Llc	13068 Collections Center Drive	Darien Town Center		Chicago	IL	60693-0130
6157	Henrietta Ss Surplus (Former Store # 3155)	1575 Marketplace Drive	Prime Lease	Marketplace Center	Southwind Ltd.	5900 Wilshire Blvd.	Suite 1425		Los Angeles	CA	90036
6178	North Randall Surplus (Former Store #03178)	21639 Miles Road	Prime Lease	Village Of North Randall	Sonnet Investments, Llc	C/O Terra Enterprises, Inc.	11812 San Vicente Blvd, Ste 510		Los Angeles	CA	90049
6191	Indianapolis Surplus (Former Store #03190) (S/L)	3670 Moller Road	Prime Lease		Cc Indianapolis 98, L.L.C.	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6201	Melbourne Surplus (Former Store #04201)	2730 W. New Haven Avenue	Prime Lease		Leben, Robert L. & Mary C.	1700 West Pioneer Road			Cedarburg	WI	53012
6201	Topline Appliance Depot, Inc.	2730 W. New Haven Avenue	Sublease		Topline Appliance Depot, Inc.	Mr. Chris Barnas, General Manager	965 N Cocoa Boulevard		Cocoa	FL	32922
6214	Evergreen Park Surplus (Former Store #03114)	9600 South Western Avenue	Prime Lease	Evergreen Plaza Shopping Center	Provo Group, The, As Agent For	Evergreen Plaza Associates Lp	9730 S. Western Ave., Ste. 418		Evergreen Park	IL	60642
6232	Matteson Surplus (Former Store #03132) (S/L)	4818 Southwick Drive	Prime Lease	Southwick Corporate Park	Circuit II Corporation	C/O Sigmund Sommer Properties	280 Park Avenue		New York	NY	10017
6242	Wichita Surplus (Former Store #03239) (S/L)	8401 East Kellogg Street	Prime Lease		Cc-Investors 1997-2	C/O Bill Anest	31366 North Highway 45		Libertyville	IL	60048
6253	Sacramento Surplus (Former Store #00252)	1874 Arden Way	Prime Lease	Point West Plaza	Point West Investors Li	C/O Buckeye Pacific Investors	201 Hoffman Avenue		Monterey	CA	93940
6257	Brunswick Surplus (Former Store #03256)	114 Golden Isles Plaza, Suite 137	Prime Lease	Golden Isles Plaza S. C.	Kolo Enterprises	C/O The Shopping Center Group, Llc	3101 Towecreek Pkw., Suite 200		Atlanta	GA	30339
6261	Louisville Surplus (Former 361/80 Dist/Supply/Serv) (S/L)	7300-A & B Intermodal Drive	Prime Lease		Hollingsworth Capital Partners - Intermodal, Llc	Two Centre Plaza			Clinton	TN	37716
6274	Jackson Surplus (Former Store #03275) (S/L)	1938 Emporium Drive	Prime Lease	Jackson Towne Center	Cc Jackson 98 Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6275	Bannister Ss Main Lease (Former Store #03209)	9251 Hillcrest Road	Prime Lease	Benjamin Plaza Shopping Center	Kc Benjamin Realty Llc	C/O Sandor Development Company	2220 North Meridian Street		Indianapolis	IN	46208
6282	Tempe Ss Relo (Former Store #03330)	1270 West Elliott Road	Prime Lease	Groves Power Center	Pacific Castle Groves Llc	2601 Main Street	Suite 900	C/O Pacific Castle Manageme nt	Irvine	CA	92614

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6282	Mor Furniture For Less (Az)	1270 West Elliott Road	Sublease		Mor Furniture For Less	1270 West Elliott Road			Tempe	AZ	85284-1100
6289	Southpark Ss Relo (Former Store #03106) (S/L)	1823 Southpark Boulevard	Prime Lease	Southpark Mall	Cc Colonial Trust	C/O Paragon Affiliates, Inc.	One Paragon Dr., Ste 145		Montvale	NJ	07645
6292	Meriden Sublease (Former 1119 Service/Hd) (S/L)	1020 Research Parkway	Prime Lease		Paige Exchange Corp.	3205 Underhill Place			Bend	OR	97701
6292	Homans Associates, Inc.	1020 Research Parkway	Sublease		Homans Associates, Inc.	250 Ballardvale Street	P.O. Box 694		Wilmington	MA	01887
6294	Tuscaloosa Surplus (Former Store #03291)	2600 Mcfarland Blvd East, Suite J	Prime Lease	Mcfarland Plaza Shopping Center	Ddrtc Mcfarland Plaza, Llc	C/O Developers Diversified Realty Corporation	3300 Enterprise Parkway		Beachwood	OH	44122
6301	Bakersfield, Ca Main Lease	2204 Wible Road	Prime Lease		Oates, Marvin L.	960 Fulton Avenue, Suite 100	C/O Oates Investments, Inc.		Sacramento	CA	95828
6301	Mor Furniture For Less, Inc.	2204 Wible Road	Sublease		Waterbed Emporium Of Ca	8996 Miramar Road, #360			San Diego	CA	92126
6324	Salem Surplus (Former Store #03314) (S/L)	435 Lancaster Drive	Prime Lease		Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6336	Winston-Salem Billboard	1612 South Stratford Road	Prime Lease		Kroustalis Investments	Attn: Jimmy Kroustalis	131 Milnor Place		Winston-Salem	NC	27104
6336	** 2 Landlords										
6336	Fabri Centers Of America, Inc. (Billboard)	1612 South Stratford Road	Sublease		Fabri-Centers Of America, Inc.	5555 Darrow Road	Attn: Vice President, Corp. Finance		Hudson	OH	44236
6345	Dallas Surplus (Former Store 509 & Ofc. 9240/0067) (S/L)	5955 Alpha Road	Prime Lease		Ar Investments, L.P.	C/O Terra Enterprises, Inc.	11812 San Vicente Blvd., Suite 510		Los Angeles	CA	90049
6345	Entertainmart	5955 Alpha Road	Sublease		Entertainmart-Preston Rd, Llc	Attn: Mark Kane	6515 Pemberton Drive		Dallas	TX	75230
6510	Edwin Watts Golf Shops, Inc.	5955 Alpha Road	Sublease		Edwin Watts Golf Shop	20 Hill Avenue	Attn: Ronnie Watts		Fort Walton Beach	FL	32549
6511	Dan'S Big & Tall Shop, Inc.	5957 Alpha Road	Sublease		Dan'S Big & Tall Shop, Inc.	7275 Envoy Ct			Dallas	TX	75247
6512	Great Golf, Inc.	5955 Alpha Road, Suite 100	Sublease		Great Golf, Inc.	3110 Thomas Avenue, Suite 333	Attn: Marc Fagan		Dallas	TX	75204

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6359	Deptford Surplus (Former Store #00537)	1500 Almonesson Road	Prime Lease	The Court At Deptford	Almonesson Associates, L.P.	C/O The Goldenberg Group	350 Sentry Pkwy., Bldg. 630, Ste. 300		Blue Bell	PA	19422-2316
6360	Greensboro Surplus (Former Store #00820) (S/L)	1314 Bridford Parkway	Prime Lease	Landmark Crossing S. C.	Dmc Properties, Inc.	415 Minuet Lane	Suite F		Charlotte	NC	28217
6360	Peak Pl Holdings, Llc	1314 Bridford Parkway	Sublease	Landmark Crossing S. C.	Peak Pl Holdings, Llc	15806 Brookway Drive	Suite 400		Huntersville	NC	28078
6361	Landover Surplus (Former Store #00824)	8503 Landover Road	Prime Lease	Landover Crossing S.C.	5035 Associates, L.P.	C/O Rivercrest Realty Investors	8816 Six Forks Rd - Ste 201		Raleigh	NC	27615
6361	Mall Of Decoration, Inc.	8503 Landover Road	Sublease		Mall Of Decoration, Inc.	8503 Landover Road			Landover	MD	20785
6364	Rocky Mount Surplus (Former Store #03244)	750 Sutters Creek Boulevard	Prime Lease	Rocky Mount Towne Center	Alliance - Rocky Mount, L.L.C.	Attn: Connie Cluderay	6100 Fairview Road, Suite 350		Charlotte	NC	28210
6365	Wilkes-Barre Surplus (Former Store #04106) (S/L)	540 Kidder Street	Prime Lease		Bpp-Wb, L.L.C.	C/O Saunders Hotel Group	240 Newbury Street	Third Floor	Boston	MA	02116
6365	Eynon Furniture Outlet, Inc.	540 Kidder Street	Sublease		Eynon Furniture Outlet, Inc.	Attn: Real Estate Depart	101 Monahan Avenue		Dunmore	PA	18512
6366	Lewisville Surplus (Former Store #04502) (S/L)	2325 S. Stemmons Pkwy.Suite 104	Prime Lease	Vista Ridge Village Sc	Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6372	Gastonia Surplus (Former Store #00831)	1875 Remount Road	Prime Lease	Northridge Shopping Center	Remount Road Associates, L.P.	Attn: President	C/O Lmg Properties, Inc.	5815 Westpark Drive	Charlotte	NC	28217
6373	Winchester Surplus (Former Store #01609) (S/L)	2173 South Pleasant Valley Road	Prime Lease		Southland Investors, L.P.	2 North Riverside Plaza	Suite 600		Chicago	IL	60606
6373	Winchester Fun Expedition Corp.	2173 South Pleasant Valley Road	Sublease		Winchester Fun Expendition Corp	Attn: Eric Burstock, Pres.	2173 South Pleasant Valley Road		Winchester	VA	22601

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6377	N. Richland Hills Surplus (Former Store #03505) (S/L)	8701 Airport Freeway	Prime Lease		Circuit Tex Property Investors L.P.	C/O Immobilien Verwaltung Gmbh	Augustenstr. 14A - 5Th Floor		D-80333 Munchen		
6377	Golfsmith International, L.P. #71	8701 Airport Freeway	Sublease		Golfsmith International, L.P.	11000 North IH 35	Attn: Real Estate		Austin	TX	78753
6379	Highland Surplus (Former Store #03625)	10323 Indianapolis Blvd.	Prime Lease	Highland Grove Shopping Center	Ddr Highland Grove Llc	C/O Developers Diversified Realty Corporation	3300 Enterprise Parkway	P.O. Box 228042	Beachwood	OH	44122-7249
6381	Johnstown Surplus (Former Store #03746) (S/L)	626 Gallaria Drive	Prime Lease	Johnstown Galleria	Millstein Industries, L.L.C.	322 Armbrust Road	2Nd Floor		Youngwood	PA	15697
6384	Shreveport Surplus (Former Store #03238) (S/L)	8100 Jump Run Road	Prime Lease	Walmart Center	Harold And Lucille Chaffee Trust	8816 Natalie Ave. N.E.	Haraold D. Chaffee Trustee		Albuquerque	NM	87111
6385	Niles Surplus (Former Store #03626) (S/L)	5100 Youngstown Warren Road	Prime Lease		Wec 96D Niles Investment Trust	6750 Lbj Freeway	Suite 1100		Dallas	TX	75240
6111	Dollar General Corporation	5130 Youngstown Warren Road	Sublease		Dollar General Corporation	100 Mission Ridge	Store #4768		Goodlettsville	TN	37072-2170
6522	Schiavone, Daniel P. & Deborah A. (Cam Only)	5150 Youngstown Warren Road	Sublease		Daniel And Deborah Schiavone	1309 Valley View Lane			Youngstown	OH	44512-3750
6390	Rancho Cucamonga Surplus (Former Store #03311)	12489 Foothill Boulevard	Prime Lease	Foothill Marketplace	Kimco Pk Llc	Pk Sale Llc	3333 New Hyde Park Road	Suite 100	New Hyde Park	NY	00142
6399	Lynchburg Surplus (Former Store #00399)	3700 Candler Mountain Rd	Prime Lease	Candler'S Station S.C.	Developers Deiversified Realty Corporation	3300 Enterprise Parkway	Po Box 228042		Beachwood	OH	44122
6417	Beaumont Surplus (Former Store #03517)	6490 Eastex Freeway (Hwy. 69)	Prime Lease	Parkdale Village Sc	Parkdale Village Lp	C/O Cb Richard Ellis, Inc.	1880 S. Dairy Ashford	Suite 106	Houston	TX	77077
6438	Houston/Almeda Surplus (Former Store #00538) (S/L)	9950 Kleckley Road	Prime Lease		Watkins Houston Investments, L.P.	751 Champagne Road			Incline Village	NV	89451

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6464	Lancaster Ss Relo (Former Store #00411)	44600 Valley Central Way	Prime Lease		Rvip Valley Central Lp	3300 Enterprise Parkway			Beachwood	OH	44122
6467	Duncanville Ss Relo (Former Store #00569) (S/L)	667 N. Cockrell Hill Road	Prime Lease		Circuit Investors #2 Ltd.	C/O Robert Balogh	777 Arthur Godfrey Road, #400		Miami Beach	FL	33140
6467	K&G Men'S Company, Inc.	667 N. Cockrell Hill Road	Sublease		K&G Men'S Company, Inc.	1225 Chattahoochee Avenue, Nw	Attn: Executive Offices		Atlanta	GA	30318
6478	Cleveland Sublease (Former Serv/Hd 0096 Attach 6280/6281)	6400 West Snowville Road, #1	Prime Lease	Snowville Business Centre I/Ii	Fogg-Snowville, L.L.C.	981 Keynote Circle;	Suite 15		Brooklyn Heights	OH	44131
6478	Sky Bank	6400 West Snowville Road, #1	Sublease	Snowville Business Centre I/Ii	Sky Bank / The Huntington National Bank	Corporate Real Estate - Lease Admin.	37 West Broad Street, Hp1097		Columbus	OH	43215
6480	Richmond Sublease (Former Service Center #0091)	8080 Villa Park Drive	Prime Lease	Villa Park Ii	Ck Richmond Business Services #2, L.L.C.	C/O Brandywine Realty Trust	300 Arboretum Place, Suite 260		Richmond	VA	23236
6480	North South Partners, Llc	8080 Villa Park Drive	Sublease	Villa Park Ii	North South Partners, Llc	2601 Floyd Avenue	Attn: Real Estate		Richmond	VA	23220
6492	Tampa Sublease (Former 00058 Serv/Hd)	3401 Queen Palm Drive	Prime Lease	Sabal Distribution Center	Rreef America Reit Ii Corp Vvv	Rreef Management Company	601 South Lake Destiny Road	Suite 190	Maitland	FL	32751
6492	Hughes Mro, Ltd.	3401 Queen Palm Drive	Sublease	Sabal Distribution Center	Hughes Mro, Ltd.	C/O Hd Supply, Inc.	Attn: Real Estate/Property Management	10641 Scripps Summit Court	San Diego	CA	92131
6500	Dallas Surplus (Former Store #00509)	13838 Dallas Parkway	Prime Lease	Alpha Parkway Plaza S.C.	Galleria Plaza, Ltd.	2001 Preston Road			Plano	TX	75093
6500	Dick'S Sporting Goods, Inc. A Delaware Corp.	13838 Dallas Parkway	Sublease	Alpha Parkway Plaza S.C.	Dick'S Sporting Goods, Inc.	Attn: Senior Vice President, Real Estate & Development	And Legal Department	300 Industry Drive	Pittsburgh	PA	15275
6524	Lakeshore Learning Materials	13846 N. Dallas Parkway	Sublease		Lakeshore Equipment Co.	2695 E. Dominguez Street	P.O. Box 6261		Carson	CA	90895

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6502	Midwest City (Heritage) Main Lease (S/L)	6830 East Reno Avenue	Prime Lease	Heritage Park Mall	Circuit Okla Property Investor	C/O Immobilien Verwaltung Gmbh	Augustenstr. 14A - 5Th Floor		D-80333 Munchen		
6502	Oklahoma Goodwill Industries, Inc.	6830 East Reno Avenue	Sublease		Oklahoma Goodwill Industries, Inc.	410 Sw 3Rd			Oklahoma City	OK	73109
6507	Se Truong & Ly Truong	6830 East Reno Avenue	Sublease		Se Truong & Ly Truong	5640 Greenview Drive			Oklahoma City	OK	73135
6509	Eyecare Discount Optical, Inc. (Eyemart Express)	6824 East Reno Avenue	Sublease	Heritage Park Mall	Eyecare Discount Optical Inc.	Attn: Bette Madore	400 S. Vermont #125		Oklahoma City	OK	73108
6533	Windcrest Surplus (Former Store #03503)	8540 Four Winds Drive	Prime Lease	Windsor Park Centre	Whitestone Reit	2600 S Gessner Road	Suite 500		Houston	TX	77063
6548	Decatur Sublease (Former Store #00818)	4572 Memorial Drive	Prime Lease	Memorial Drive Shopping Center	Teplis, Nathan; Dr. Paul Teplis; Mrs. Belle Teplis; Frank &	C/O Hendee - Barnes Properties	3280 Pointe Pkwy., Suite 2300		Norcross	GA	30092
6548	New Avenues Lease Ownership, Llc	4572 Memorial Drive	Sublease	Memorial Drive Shopping Center	New Avenues Lease Ownership, Llc	Attn: Legal Department	3440 Preston Ridge Road, Suite 500		Alpharetta	GA	30005
6551	Martinsville Sublease (Former Store #01617)	233 Commonwealth Blvd.	Prime Lease		Lester Development Corporation	Attn: George W. Lester, Ii	14 E. Liberty Street		Martinsville	VA	24115
6552	Odessa Sublease (Former Store #01626) (S/L)	5171 East 42Nd Street	Prime Lease		Chalek Company Llc	P. O. Box 11239			Marina Del Rey	CA	90295
6552	Dollar Tree Stores, Inc. - #2935	5171 East 42Nd Street	Sublease		Dollar Tree Stores, Inc.	500 Volvo Parkway	Ref: Dollar Tree Store #2935	Attn: Vice President - Real Estate & Constructio n	Chesapeake	VA	23320
6553	Kokomo Sublease (Former Store #01689)	1012 S. Reed Road	Prime Lease		By-Pass Development Company Llc	2220 N. Meridan			Indianapolis	IN	46208
6553	Academy Alliance, Llc (T/A Salon Professionals/Spa Bldrs)	1012 S. Reed Road	Sublease		Academy Alliance, Llc	406 West Superior			Kokomo	IN	46901

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6554	Northbrook Surplus (Former Store #03110)	127 Skokie Boulevard	Prime Lease	Village Square Of Northbrook	Mid-America Asset Management	Village Square Of Northbrook	One Parkview Plaza	9Th Floor	Oakbrook Terrace	IL	60181
6554	Trader Joe'S East, Inc.	127 Skokie Boulevard	Sublease	Village Square Of Northbrook	Trader Joe'S Company	800 South Shamrock Road	Attn: Mary Genest, Treasurer		Monrovia	CA	91016-6346
6558	Fairlawn Sublease (Former Store #03188)	2789 West Market Street	Prime Lease	Fairlawn Towne Center	E&A Northeast Limited Partnership	C/O Legal Department	Po Box 528		Columbia	SC	29202
6561	Topeka Sublease (Former Store #03225)	2040 S. W. Wanamaker Road	Prime Lease	Wanamaker 21 Shops	Gunning Investments, Llc	D/B/A Wanamaker 21 Shopping Center	C/O Nai Nvision	534 S Kansas Ave, Ste 1008	Kansas City	MO	64196
6561	Mrv Wanamaker, L.C.	2040 S. W. Wanamaker Road	Sublease	Wanamaker 21 Shops	Mrv Wanamaker, Lc.	3501 Southwest Fairlawn Road	Suite 200		Topeka	KS	66614
6562	Ft. Smith Sublease (Former Store #03271) (S/L)	7601 Rogers Road	Prime Lease		Cc Ft. Smith Investors 1998, Llc	C/O Cardinal Capital Partners	8214 Westchester Dr., 9Th Fl		Dallas	TX	75225
6564	Cape Girardeau Sublease (Former Store #03765)	164 Siemers Drive	Prime Lease	Cape West Shopping Center	Drury Land Development, Inc.	8315 Drury Industrial Parkway			St. Louis	MO	63114
6564	Dollar Tree Stores, Inc. (V#761)	164 Siemers Drive	Sublease	Cape West Shopping Center	Dollar Tree Stores, Inc.	500 Volvo Parkway	Attn: Real Estate Dept.		Chesapeake	VA	23320
6566	Brentwood Surplus (Former Store #03226) (S/L)	8099 Moores Lane	Prime Lease		Melville Walton Hone Trustee Of Hone Family	3243 Blackhawk Meadow Drive			Danville	CA	93506
6566	Ashley Furniture (Pot Luck Enterprises, Inc.)	8099 Moores Lane	Sublease		Pot Luck Enterprises, Inc.	1400 North Illinois Avenue, Suite 501	Attn: Real Estate		Carbondale	IL	62901
6580	N. Olmsted Surplus (Former Store #03180)	27250 Lorain Road	Prime Lease	Water Tower Square	Water Tower Square, L.P.	C/O Carnegie Management And Development Corp.	27500 Detroit Road	#300	Westlake	OH	44145
6589	Hickory Surplus (Former Store #00589)	2104 Highway #70, S.E.	Prime Lease	Valley Crossing Shopping Ctr.	Galileo Cmbs T2 Nc Lp	C/O Ert Australian Management, L.P.	420 Lexington Avenue	7Th Floor	New York	NY	10170

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6597	Austin Surplus (Former Store #00597)	9333 Research Blvd., Suite A-4	Prime Lease	Arboretum Crossing Sc	Kir Arboretum Crossing L.P.	C/O Kimco Realty Corporation	Po Box 5020, Code 4986Stxao564	3333 New Hyde Park Road	New Hyde Park	NY	11042-0020
6605	Harper Woods Surplus (Former Store #03605) (S/L)	20570 Kelly Road	Prime Lease		Cc Harper Woods 98, Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6608	Oklahoma City Surplus (Former Store #03508)	221 South East 74Th Street	Prime Lease	South Shields Plaza	South Shields #1 Ltd.	C/O Enterprise Asset Management, Inc., Manager	521 Fifth Avenue	Suite 1804	New York	NY	10175
6609	Troy Surplus (Former Store #03609)	750 West 14 Mile Road	Prime Lease	Oakland Mall	Urbancal Oakland Ii Llc	C/O Urban Retail Properties Llc	900 North Michigan Avenue, Suite 900		Chicago	IL	60611
6619	Humble Surplus (Former Store #03519) (S/L)	20465 Highway 59	Prime Lease		Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6620	Beaver Micro Surplus (Former Store #03620)	Beaver Valley Mall, Unit 528	Prime Lease	Beaver Valley Mall	Pr Beaver Valley L.P.	W510284	P.O. Box 7777		Philadelphia	PA	19175-0284
6624	College Station Surplus (Former Store #01624) (S/L)	1003 Harvey Road	Prime Lease		Cc Investors 1995-3	P. O. Box 6370			Malibu	CA	90264
6625	Lufkin Surplus (Former Store #01625) (S/L)	4600 S. Medford Dr., Suite 5000	Prime Lease		Cc - Investors 1996-1	8411 Preston Road, 8Th Floor			Dallas	TX	75225-5520
6630	Williamsport Micro-Ss (S/L) (Former Store 1630)	495 Lycoming Mall Circle	Prime Lease	Lycoming Mall	Bpp-Muncy L.L.C.	C/O Saunders Hotel Group	240 Newbury Street	Third Floor	Boston	MA	02116
6636	Green Bay Surplus (Former Store #03636) (S/L)	1940 West Mason Street	Prime Lease		Cc Green Bay 98, Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6655	East Lansing Surplus (Former Store #03655) (S/L)	2655 East Grand River Avenue	Prime Lease	Meridian Point Center	Cc East Lansing 98, L.L.C.	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6703	Traverse City Surplus (Former Store #03703) (S/L)	3123 W. South Airport Road	Prime Lease		Ddrtc Mcfarland Plaza Llc	C/O Developers Diversified Realty Corporation	Attn: Executive Vice President	3300 Enterprise Parkway	Beachwood	OH	44122
6719	Elmwood Park Surplus (Former Store #03119) (S/L)	7200 West Grand	Prime Lease		Daniel G. Kamin Elmwood Park Llc	C/O Kamin Realty Co.	P. O. Box 10234		Pittsburgh	PA	15232
6729	Muncie Surplus (Former Store #03729) (S/L)	3500 North Morrison Road	Prime Lease		Bard, Ervin & Suzanne Bard	1100 Alta Loma Road	Suite 16B		Los Angeles	CA	90069
6791	Skokie Surplus (Former Store #03791)	4831 Golf Road	Prime Lease	Orchard Place	120 Orchard Llc	427 Orchard Llc, Ft Orchard Llc	C/O Marc Realty, Llc As Managing Agent	55 East Jackson Blvd., Suite 500	Chicago	IL	60604
6791	Golf Galaxy, Inc.	4831 Golf Road	Sublease		Golf Galaxy	Accounts Payable	Po Box 7000		Coraopolis	PA	15108
6792	Staples, The Office Superstore East, Inc.	4831 Golf Road	Sublease		Staples, The Office Superstore, Inc.	P.O. Box 9271	500 Staples Drive	Attn: Lease Administrat or	Framingham	MA	01701-9271
6802	Springfield Ss Relo Lease (Former Store #802)	7039 Old Keene Mill Road	Prime Lease		Mr Keene Mill 1 Llc	C/O Monument Realty	1700 K Street, Nw Suite 600		Washington	DC	20006
6807	Knoxville Surplus (Former Store #00807)	2936 Knoxville Center Drive	Prime Lease	Knoxville Center Mall	Spg Tennessee, L.P.	C/O Simon Property Group	225 W. Washington Street		Indianapolis	IN	46204-3438
6861	Montgomery Surplus (Former Store #00860) (S/L)	3987 Eastern Boulevard	Prime Lease	Montgomery Towne Center	Montgomery Towne Center Station, Inc	Attn: R. Mark Addy, Coo	11501 Northlake Drive		Cincinnati	OH	45249
6899	Louisville Surplus (Former Music Dc #00899) (S/L)	7100 Global Drive	Prime Lease		Bond C.C. Iv Delaware Business Trust	C/O Bond C.C., L.P.	2901 Butterfield Road		Oak Brook	IL	60521
6954	Nashville Ss Relo Lease	1647 Gallatin Road, North	Prime Lease	Rivergate Shopping Center	Rivergate Station Shopping Center Lp	C/O Kimco Realty Corp	P. O. Box 5020		New Hyde Park	NY	11042
6954	Sam Ash Pennsylvania, Inc.	1647 Gallatin Road, North	Sublease		Sam Ash Megastores, Llc	Attn: David C. Ash	P.O. Box 9047		Hicksville	NY	11802

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6988	Carmel Surplus (Former Store #03535)	14455 Clay Terrace Boulevard	Prime Lease	Clay Terrace Shopping Center	Clay Terrace Partners, Llc	C/O Simon Property Group, Lp	115 W. Washington Street		Indianapolis	IN	46204
6989	San Angelo Surplus (Former Store #03573)	4351 West Houston Harte Expressway	Prime Lease	San Angelo Town Center Sc	Scc San Angelo Partners, Ltd	301 Congress Ave	Suite 1550		Austin	TX	78746
6990	East Northport Surplus (Former Store #03553)	3083-87 Jericho Turnpike	Prime Lease	Stop N' Shop East Northport	Stop & Shop Supermarket Company, Llc	1385 Hancock Street			Quincy	MA	02169
6992	Timonium Surplus (Former Store #00826)	130 West Ridgely Road	Prime Lease	Lutherville Station Shopping Center	Hri/Lutherville Station, Llc	C/O The Hutensky Group	100 Constitution Plaza	Seventh Floor	Hartford	CT	06103-1703
6993	Burlington Surplus (Former #02002 Connect Store)	6 Wayside Road; Space 6Q	Prime Lease	Wayside Commons	Wayside Commons Investors Llc	C/O Ubs Realty Investors Llc	Attn: Asset Manager	242 Trumbull Street	Hartford	CT	06103
6994	Medford Surplus (Former #02001 Connect Store)	65 Station Landing	Prime Lease	Station Landing	Station Landing, Llc	C/O National Development	2310 Washington Street	Attn: John J. O'Neil, Iii	Newton Lower Falls	MA	02462

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Proposed Counsel to the Debtors
 and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	:	
	x	

ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 365(a)
 AND 554 AND FED. R. BANKR. P. 6006 AUTHORIZING
 REJECTION OF UNEXPIRED LEASES OF NONRESIDENTIAL
 REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY
 EFFECTIVE AS OF THE PETITION DATE

Upon the motion (the "Motion")¹ of the Debtors for an order pursuant to Bankruptcy Code sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006, authorizing the Debtors (i) to reject certain unexpired leases of nonresidential real property, including any amendments or modifications thereto (collectively, the "Leases") for the locations listed on Exhibit A hereto (the "Premises") and any guaranties thereof, effective as of the petition date (the "Rejection Date") and (ii) to abandon any equipment, furniture, or fixtures located at the Premises on the Rejection Date; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon;

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED

2. The Leases and any guaranties thereof are hereby rejected effective as of the Petition Date. Any subleases associated with the Leases or the Premises are hereby rejected effective as of the Petition Date.

Nothing in this paragraph 2 shall preclude a Landlord from seeking rejection damages against a guarantor of a rejected guaranty, in addition to such Landlord's right to seek lease rejection damages.

3. Pursuant to Bankruptcy Code section 554, the Debtors are authorized to abandon any and all furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned, on the Rejection Date to the Landlords, and the Landlords may, in their sole discretion and without further notice, dispose of such Abandoned Property without liability to the Debtors or any third parties claiming an interest in such Abandoned Property.

4. All Landlords seeking to object to the relief requested in this Motion must file such objection and service it upon counsel for the Debtors so as to be actually received on or before _____, 2008 at 4:00 p.m. (Eastern) (the "Objection Deadline").

5. If a Landlord Objection is not filed and actually received on or before the Objection Deadline, this Order shall automatically become final and non-appealable.

6. In the event that one or more Landlord Objections are filed, the Hearing on such objections shall be held _____.

7. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

8. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
November 10, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Proposed Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

EXHIBIT A

List of Leases

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6001	Syracuse Sublease (Former 1115 Service) (S/L)	7351 Round Pond Road	Prime Lease	North Syracuse	Wec 97G-Syracuse Investment Trust	C/O David M. Van Driel	6032 Dudley Court		Arvada	CO	80004
6022	Miami Sublease (Former Dist./Hd 00208/00043) (S/L)	3245-B Meridian Parkway	Prime Lease		Lexington Lion Weston I Lp	C/O Md Hodges, And Ing Clarion Company	3350 Riverwood Parkway, Suite 850		Atlanta	GA	30339
6022	Quantum Fine Casework, Inc.	3245-B Meridian Parkway	Sublease		Quantum Fine Casework, Inc.	3245 Meridian Parkway	Attn: Jeff McGovern		Weston	FL	33331
6027	Chicago Sublease (Former 226 Dist./59 Serv.) (S/L)	6300-B Muirfield Drive	Prime Lease	Turnberry Lakes Business Ctr.	Circuit Distribution - Illinois	C/O Cardinal Capital Partners, Inc.	8214 Westchester Drive	9Th Floor	Dallas	TX	75225-5520
6027	Ge Transportation Systems	6300-B Muirfield Drive	Sublease		Ge Transporation Systems	2901 Eastlake Road	Chief Financial Officer, Bldg 14-5		Erie	PA	16531
6028	Chehalis Sublease (Former 367 Dist.) (S/L)	208 Maurin Road	Prime Lease		Chehalis Hawaii Partners, Llc	C/O Kurisu & Fergus	1000 Bishop Street, Suite 310		Honolulu	HI	96813
6028	Dhl Express, Inc.	208 Maurin Road	Sublease		Dhl Global Business Services	1200 S. Pine Island Road	Suite 500		Plantation	FL	33324
6030	Des Moines Sublease (Former 885 Dist.) (S/L)	1010 S.E. 54Th Street	Prime Lease		Cc - Investors 1996-17	C/O Cardinal Capital Partners, Inc.	8214 Westchester Drive, 9Th Floor		Dallas	TX	75225
6030	Remington Seeds	1010 S.E. 54Th Street	Sublease		Remington Seeds, Llc	Attn: Steve Hageman	4746 West Us Highway 24	Po Box 9	Remington	IN	47977
6044	Fredericksburg Ss Relo (Former Store #01601) (S/L)	3061 Plank Road	Prime Lease		Tam Stockton, Llc	C/O Sansome Pacific Properties	500 Washington Street Suuite 475		San Francisco	CA	94111
6044	Dollar Tree Stores, Inc. (Store #630)	3061 Plank Road	Sublease		Dollar Tree Stores, Inc.	500 Volvo Parkway	Attn: Real Estate		Chesapeake	VA	23320
6049	Detroit Sublease (Former #1117 Service/Hd)	7171 Haggerty Road	Prime Lease		Carrollton Arms	C/O Bob Paciocco	1330 Goldsmith		Plymouth	MI	48170
6051	Gurnee Mills Ss Relo (S/L) (Former Store #03127)	6609 Grand Avenue	Prime Lease	Grand Hunt Shopping Center	Olp 6609 Grand Llc	C/O One Liberty Properties, Inc.	60 Cutter Mill Road	Suite 303	Great Neck	NY	11021
6051	La-Z-Boy Showcase Shoppes, Inc.	6609 Grand Avenue	Sublease		La-Z-Boy Showcase Shoppes	724 Hoffman Street			Hammond	IN	46327

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6053	El Paso East Ss Relo (Former Store #04508)	1145 Westmoreland Drive	Prime Lease		Sullivan Crosby Trust	2851 Jacks Valley Road		Sullivan, M. W. & Kathryn Crosby	Genoa	NV	89411
6053	Salom Sons Inc.	1145 Westmoreland Drive	Sublease		Salom Sons, Inc.	Caa Bella, 500 Zaeagosa, Suite K	Attn: Martha Salom		El Paso	TX	79907
6054	Cherry Hill Ss Relo (Former Store #00734)	2128 Route 38	Prime Lease		Silverstein - Trustee, Raymond	The Goodman Group	131A Gaither Drive		Mt. Laurel	NJ	08054
6057	Columbus Ss Relo (Former Store #03200) (S/L)	3001 Airport Throughway	Prime Lease		Circuit Investors #2 Ltd.	C/O Robert Balogh	777 Arthur Godfrey Road, #400		Miami Beach	FL	33140
6057	Restoration Ministries	3001 Airport Throughway	Sublease		Restoration Ministries	4105 Beallwood Avenue			Columbus	GA	31904
6102	Fairfax Surplus (Former Store #03102)	11220 James Swart Circle	Prime Lease	Fairfax Court	Fairfax Court Lp	C/O Simon Property Group	225 W. Washington Street		Indianapolis	IN	46204-3438
6112	Kileen Mini-Ss (S/L) Surplus (Former Store #1612)	2500 E. Central Texas Expwy., Suite C	Prime Lease	Cielo Vista S.C.	Bc Portland Partners, Inc.	675 Third Ave.	Attn: Arthur Walker		New York	NY	10017
6112	Wired Management, Llc	2500 E. Central Texas Expwy., Suite C	Sublease		Wired Management, Llc	Attn: Real Estate	1033 South Fort Hood Street		Killeen	TX	76541
6133	Darien Surplus (Former Store #03116)	2157 75Th Street	Prime Lease	Darien Towne Center	Inland Us Management, Llc	13068 Collections Center Drive	Darien Town Center		Chicago	IL	60693-0130
6157	Henrietta Ss Surplus (Former Store # 3155)	1575 Marketplace Drive	Prime Lease	Marketplace Center	Southwind Ltd.	5900 Wilshire Blvd.	Suite 1425		Los Angeles	CA	90036
6178	North Randall Surplus (Former Store #03178)	21639 Miles Road	Prime Lease	Village Of North Randall	Sonnet Investments, Llc	C/O Terra Enterprises, Inc.	11812 San Vicente Blvd, Ste 510		Los Angeles	CA	90049
6191	Indianapolis Surplus (Former Store #03190) (S/L)	3670 Moller Road	Prime Lease		Cc Indianapolis 98, L.L.C.	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110

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LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6201	Melbourne Surplus (Former Store #04201)	2730 W. New Haven Avenue	Prime Lease		Leben, Robert L. & Mary C.	1700 West Pioneer Road			Cedarburg	WI	53012
6201	Topline Appliance Depot, Inc.	2730 W. New Haven Avenue	Sublease		Topline Appliance Depot, Inc.	Mr. Chris Barnas, General Manager	965 N Cocoa Boulevard		Cocoa	FL	32922
6214	Evergreen Park Surplus (Former Store #03114)	9600 South Western Avenue	Prime Lease	Evergreen Plaza Shopping Center	Provo Group, The, As Agent For	Evergreen Plaza Associates Lp	9730 S. Western Ave., Ste. 418		Evergreen Park	IL	60642
6232	Matteson Surplus (Former Store #03132) (S/L)	4818 Southwick Drive	Prime Lease	Southwick Corporate Park	Circuit II Corporation	C/O Sigmund Sommer Properties	280 Park Avenue		New York	NY	10017
6242	Wichita Surplus (Former Store #03239) (S/L)	8401 East Kellogg Street	Prime Lease		Cc-Investors 1997-2	C/O Bill Anest	31366 North Highway 45		Libertyville	IL	60048
6253	Sacramento Surplus (Former Store #00252)	1874 Arden Way	Prime Lease	Point West Plaza	Point West Investors Li	C/O Buckeye Pacific Investors	201 Hoffman Avenue		Monterey	CA	93940
6257	Brunswick Surplus (Former Store #03256)	114 Golden Isles Plaza, Suite 137	Prime Lease	Golden Isles Plaza S. C.	Kolo Enterprises	C/O The Shopping Center Group, Llc	3101 Towecreek Pkw., Suite 200		Atlanta	GA	30339
6261	Louisville Surplus (Former 361/80 Dist/Supply/Serv) (S/L)	7300-A & B Intermodal Drive	Prime Lease		Hollingsworth Capital Partners - Intermodal, Llc	Two Centre Plaza			Clinton	TN	37716
6274	Jackson Surplus (Former Store #03275) (S/L)	1938 Emporium Drive	Prime Lease	Jackson Towne Center	Cc Jackson 98 Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6275	Bannister Ss Main Lease (Former Store #03209)	9251 Hillcrest Road	Prime Lease	Benjamin Plaza Shopping Center	Kc Benjamin Realty Llc	C/O Sandor Development Company	2220 North Meridian Street		Indianapolis	IN	46208
6282	Tempe Ss Relo (Former Store #03330)	1270 West Elliott Road	Prime Lease	Groves Power Center	Pacific Castle Groves Llc	2601 Main Street	Suite 900	C/O Pacific Castle Manageme nt	Irvine	CA	92614

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LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6282	Mor Furniture For Less (Az)	1270 West Elliott Road	Sublease		Mor Furniture For Less	1270 West Elliott Road			Tempe	AZ	85284-1100
6289	Southpark Ss Relo (Former Store #03106) (S/L)	1823 Southpark Boulevard	Prime Lease	Southpark Mall	Cc Colonial Trust	C/O Paragon Affiliates, Inc.	One Paragon Dr., Ste 145		Montvale	NJ	07645
6292	Meriden Sublease (Former 1119 Service/Hd) (S/L)	1020 Research Parkway	Prime Lease		Paige Exchange Corp.	3205 Underhill Place			Bend	OR	97701
6292	Homans Associates, Inc.	1020 Research Parkway	Sublease		Homans Associates, Inc.	250 Ballardvale Street	P.O. Box 694		Wilmington	MA	01887
6294	Tuscaloosa Surplus (Former Store #03291)	2600 Mcfarland Blvd East, Suite J	Prime Lease	Mcfarland Plaza Shopping Center	Ddrtc Mcfarland Plaza, Llc	C/O Developers Diversified Realty Corporation	3300 Enterprise Parkway		Beachwood	OH	44122
6301	Bakersfield, Ca Main Lease	2204 Wible Road	Prime Lease		Oates, Marvin L.	960 Fulton Avenue, Suite 100	C/O Oates Investments, Inc.		Sacramento	CA	95828
6301	Mor Furniture For Less, Inc.	2204 Wible Road	Sublease		Waterbed Emporium Of Ca	8996 Miramar Road, #360			San Diego	CA	92126
6324	Salem Surplus (Former Store #03314) (S/L)	435 Lancaster Drive	Prime Lease		Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6336	Winston-Salem Billboard	1612 South Stratford Road	Prime Lease		Kroustalis Investments	Attn: Jimmy Kroustalis	131 Milnor Place		Winston-Salem	NC	27104
6336	** 2 Landlords										
6336	Fabri Centers Of America, Inc. (Billboard)	1612 South Stratford Road	Sublease		Fabri-Centers Of America, Inc.	5555 Darrow Road	Attn: Vice President, Corp. Finance		Hudson	OH	44236
6345	Dallas Surplus (Former Store 509 & Ofc. 9240/0067) (S/L)	5955 Alpha Road	Prime Lease		Ar Investments, L.P.	C/O Terra Enterprises, Inc.	11812 San Vicente Blvd., Suite 510		Los Angeles	CA	90049
6345	Entertainmart	5955 Alpha Road	Sublease		Entertainmart-Preston Rd, Llc	Attn: Mark Kane	6515 Pemberton Drive		Dallas	TX	75230
6510	Edwin Watts Golf Shops, Inc.	5955 Alpha Road	Sublease		Edwin Watts Golf Shop	20 Hill Avenue	Attn: Ronnie Watts		Fort Walton Beach	FL	32549
6511	Dan'S Big & Tall Shop, Inc.	5957 Alpha Road	Sublease		Dan'S Big & Tall Shop, Inc.	7275 Envoy Ct			Dallas	TX	75247
6512	Great Golf, Inc.	5955 Alpha Road, Suite 100	Sublease		Great Golf, Inc.	3110 Thomas Avenue, Suite 333	Attn: Marc Fagan		Dallas	TX	75204

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6359	Deptford Surplus (Former Store #00537)	1500 Almonesson Road	Prime Lease	The Court At Deptford	Almonesson Associates, L.P.	C/O The Goldenberg Group	350 Sentry Pkwy., Bldg. 630, Ste. 300		Blue Bell	PA	19422-2316
6360	Greensboro Surplus (Former Store #00820) (S/L)	1314 Bridford Parkway	Prime Lease	Landmark Crossing S. C.	Dmc Properties, Inc.	415 Minuet Lane	Suite F		Charlotte	NC	28217
6360	Peak Pl Holdings, Llc	1314 Bridford Parkway	Sublease	Landmark Crossing S. C.	Peak Pl Holdings, Llc	15806 Brookway Drive	Suite 400		Huntersville	NC	28078
6361	Landover Surplus (Former Store #00824)	8503 Landover Road	Prime Lease	Landover Crossing S.C.	5035 Associates, L.P.	C/O Rivercrest Realty Investors	8816 Six Forks Rd - Ste 201		Raleigh	NC	27615
6361	Mall Of Decoration, Inc.	8503 Landover Road	Sublease		Mall Of Decoration, Inc.	8503 Landover Road			Landover	MD	20785
6364	Rocky Mount Surplus (Former Store #03244)	750 Sutters Creek Boulevard	Prime Lease	Rocky Mount Towne Center	Alliance - Rocky Mount, L.L.C.	Attn: Connie Cluderay	6100 Fairview Road, Suite 350		Charlotte	NC	28210
6365	Wilkes-Barre Surplus (Former Store #04106) (S/L)	540 Kidder Street	Prime Lease		Bpp-Wb, L.L.C.	C/O Saunders Hotel Group	240 Newbury Street	Third Floor	Boston	MA	02116
6365	Eynon Furniture Outlet, Inc.	540 Kidder Street	Sublease		Eynon Furniture Outlet, Inc.	Attn: Real Estate Depart	101 Monahan Avenue		Dunmore	PA	18512
6366	Lewisville Surplus (Former Store #04502) (S/L)	2325 S. Stemmons Pkwy.Suite 104	Prime Lease	Vista Ridge Village Sc	Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6372	Gastonia Surplus (Former Store #00831)	1875 Remount Road	Prime Lease	Northridge Shopping Center	Remount Road Associates, L.P.	Attn: President	C/O Lmg Properties, Inc.	5815 Westpark Drive	Charlotte	NC	28217
6373	Winchester Surplus (Former Store #01609) (S/L)	2173 South Pleasant Valley Road	Prime Lease		Southland Investors, L.P.	2 North Riverside Plaza	Suite 600		Chicago	IL	60606
6373	Winchester Fun Expedition Corp.	2173 South Pleasant Valley Road	Sublease		Winchester Fun Expendition Corp	Attn: Eric Burstock, Pres.	2173 South Pleasant Valley Road		Winchester	VA	22601

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6377	N. Richland Hills Surplus (Former Store #03505) (S/L)	8701 Airport Freeway	Prime Lease		Circuit Tex Property Investors L.P.	C/O Immobilien Verwaltung Gmbh	Augustenstr. 14A - 5Th Floor		D-80333 Munchen		
6377	Golfsmith International, L.P. #71	8701 Airport Freeway	Sublease		Golfsmith International, L.P.	11000 North IH 35	Attn: Real Estate		Austin	TX	78753
6379	Highland Surplus (Former Store #03625)	10323 Indianapolis Blvd.	Prime Lease	Highland Grove Shopping Center	Ddr Highland Grove Llc	C/O Developers Diversified Realty Corporation	3300 Enterprise Parkway	P.O. Box 228042	Beachwood	OH	44122-7249
6381	Johnstown Surplus (Former Store #03746) (S/L)	626 Gallaria Drive	Prime Lease	Johnstown Galleria	Millstein Industries, L.L.C.	322 Armbrust Road	2Nd Floor		Youngwood	PA	15697
6384	Shreveport Surplus (Former Store #03238) (S/L)	8100 Jump Run Road	Prime Lease	Walmart Center	Harold And Lucille Chaffee Trust	8816 Natalie Ave. N.E.	Haraold D. Chaffee Trustee		Albuquerque	NM	87111
6385	Niles Surplus (Former Store #03626) (S/L)	5100 Youngstown Warren Road	Prime Lease		Wec 96D Niles Investment Trust	6750 Lbj Freeway	Suite 1100		Dallas	TX	75240
6111	Dollar General Corporation	5130 Youngstown Warren Road	Sublease		Dollar General Corporation	100 Mission Ridge	Store #4768		Goodlettsville	TN	37072-2170
6522	Schiavone, Daniel P. & Deborah A. (Cam Only)	5150 Youngstown Warren Road	Sublease		Daniel And Deborah Schiavone	1309 Valley View Lane			Youngstown	OH	44512-3750
6390	Rancho Cucamonga Surplus (Former Store #03311)	12489 Foothill Boulevard	Prime Lease	Foothill Marketplace	Kimco Pk Llc	Pk Sale Llc	3333 New Hyde Park Road	Suite 100	New Hyde Park	NY	00142
6399	Lynchburg Surplus (Former Store #00399)	3700 Candler Mountain Rd	Prime Lease	Candler'S Station S.C.	Developers Deiversified Realty Corporation	3300 Enterprise Parkway	Po Box 228042		Beachwood	OH	44122
6417	Beaumont Surplus (Former Store #03517)	6490 Eastex Freeway (Hwy. 69)	Prime Lease	Parkdale Village Sc	Parkdale Village Lp	C/O Cb Richard Ellis, Inc.	1880 S. Dairy Ashford	Suite 106	Houston	TX	77077
6438	Houston/Almeda Surplus (Former Store #00538) (S/L)	9950 Kleckley Road	Prime Lease		Watkins Houston Investments, L.P.	751 Champagne Road			Incline Village	NV	89451

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6464	Lancaster Ss Relo (Former Store #00411)	44600 Valley Central Way	Prime Lease		Rvip Valley Central Lp	3300 Enterprise Parkway			Beachwood	OH	44122
6467	Duncanville Ss Relo (Former Store #00569) (S/L)	667 N. Cockrell Hill Road	Prime Lease		Circuit Investors #2 Ltd.	C/O Robert Balogh	777 Arthur Godfrey Road, #400		Miami Beach	FL	33140
6467	K&G Men'S Company, Inc.	667 N. Cockrell Hill Road	Sublease		K&G Men'S Company, Inc.	1225 Chattahoochee Avenue, Nw	Attn: Executive Offices		Atlanta	GA	30318
6478	Cleveland Sublease (Former Serv/Hd 0096 Attach 6280/6281)	6400 West Snowville Road, #1	Prime Lease	Snowville Business Centre I/Ii	Fogg-Snowville, L.L.C.	981 Keynote Circle;	Suite 15		Brooklyn Heights	OH	44131
6478	Sky Bank	6400 West Snowville Road, #1	Sublease	Snowville Business Centre I/Ii	Sky Bank / The Huntington National Bank	Corporate Real Estate - Lease Admin.	37 West Broad Street, Hp1097		Columbus	OH	43215
6480	Richmond Sublease (Former Service Center #0091)	8080 Villa Park Drive	Prime Lease	Villa Park Ii	Ck Richmond Business Services #2, L.L.C.	C/O Brandywine Realty Trust	300 Arboretum Place, Suite 260		Richmond	VA	23236
6480	North South Partners, Llc	8080 Villa Park Drive	Sublease	Villa Park Ii	North South Partners, Llc	2601 Floyd Avenue	Attn: Real Estate		Richmond	VA	23220
6492	Tampa Sublease (Former 00058 Serv/Hd)	3401 Queen Palm Drive	Prime Lease	Sabal Distribution Center	Rreef America Reit Ii Corp Vvv	Rreef Management Company	601 South Lake Destiny Road	Suite 190	Maitland	FL	32751
6492	Hughes Mro, Ltd.	3401 Queen Palm Drive	Sublease	Sabal Distribution Center	Hughes Mro, Ltd.	C/O Hd Supply, Inc.	Attn: Real Estate/Property Management	10641 Scripps Summit Court	San Diego	CA	92131
6500	Dallas Surplus (Former Store #00509)	13838 Dallas Parkway	Prime Lease	Alpha Parkway Plaza S.C.	Galleria Plaza, Ltd.	2001 Preston Road			Plano	TX	75093
6500	Dick'S Sporting Goods, Inc. A Delaware Corp.	13838 Dallas Parkway	Sublease	Alpha Parkway Plaza S.C.	Dick'S Sporting Goods, Inc.	Attn: Senior Vice President, Real Estate & Development	And Legal Department	300 Industry Drive	Pittsburgh	PA	15275
6524	Lakeshore Learning Materials	13846 N. Dallas Parkway	Sublease		Lakeshore Equipment Co.	2695 E. Dominguez Street	P.O. Box 6261		Carson	CA	90895

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LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6502	Midwest City (Heritage) Main Lease (S/L)	6830 East Reno Avenue	Prime Lease	Heritage Park Mall	Circuit Okla Property Investor	C/O Immobilien Verwaltung Gmbh	Augustenstr. 14A - 5Th Floor		D-80333 Munchen		
6502	Oklahoma Goodwill Industries, Inc.	6830 East Reno Avenue	Sublease		Oklahoma Goodwill Industries, Inc.	410 Sw 3Rd			Oklahoma City	OK	73109
6507	Se Truong & Ly Truong	6830 East Reno Avenue	Sublease		Se Truong & Ly Truong	5640 Greenview Drive			Oklahoma City	OK	73135
6509	Eyecare Discount Optical, Inc. (Eyemart Express)	6824 East Reno Avenue	Sublease	Heritage Park Mall	Eyecare Discount Optical Inc.	Attn: Bette Madore	400 S. Vermont #125		Oklahoma City	OK	73108
6533	Windcrest Surplus (Former Store #03503)	8540 Four Winds Drive	Prime Lease	Windsor Park Centre	Whitestone Reit	2600 S Gessner Road	Suite 500		Houston	TX	77063
6548	Decatur Sublease (Former Store #00818)	4572 Memorial Drive	Prime Lease	Memorial Drive Shopping Center	Teplis, Nathan; Dr. Paul Teplis; Mrs. Belle Teplis; Frank &	C/O Hendee - Barnes Properties	3280 Pointe Pkwy., Suite 2300		Norcross	GA	30092
6548	New Avenues Lease Ownership, Llc	4572 Memorial Drive	Sublease	Memorial Drive Shopping Center	New Avenues Lease Ownership, Llc	Attn: Legal Department	3440 Preston Ridge Road, Suite 500		Alpharetta	GA	30005
6551	Martinsville Sublease (Former Store #01617)	233 Commonwealth Blvd.	Prime Lease		Lester Development Corporation	Attn: George W. Lester, II	14 E. Liberty Street		Martinsville	VA	24115
6552	Odessa Sublease (Former Store #01626) (S/L)	5171 East 42Nd Street	Prime Lease		Chalek Company Llc	P. O. Box 11239			Marina Del Rey	CA	90295
6552	Dollar Tree Stores, Inc. - #2935	5171 East 42Nd Street	Sublease		Dollar Tree Stores, Inc.	500 Volvo Parkway	Ref: Dollar Tree Store #2935	Attn: Vice President - Real Estate & Constructio n	Chesapeake	VA	23320
6553	Kokomo Sublease (Former Store #01689)	1012 S. Reed Road	Prime Lease		By-Pass Development Company Llc	2220 N. Meridan			Indianapolis	IN	46208
6553	Academy Alliance, Llc (T/A Salon Professionals/Spa Bldrs)	1012 S. Reed Road	Sublease		Academy Alliance, Llc	406 West Superior			Kokomo	IN	46901

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6554	Northbrook Surplus (Former Store #03110)	127 Skokie Boulevard	Prime Lease	Village Square Of Northbrook	Mid-America Asset Management	Village Square Of Northbrook	One Parkview Plaza	9Th Floor	Oakbrook Terrace	IL	60181
6554	Trader Joe'S East, Inc.	127 Skokie Boulevard	Sublease	Village Square Of Northbrook	Trader Joe'S Company	800 South Shamrock Road	Attn: Mary Genest, Treasurer		Monrovia	CA	91016-6346
6558	Fairlawn Sublease (Former Store #03188)	2789 West Market Street	Prime Lease	Fairlawn Towne Center	E&A Northeast Limited Partnership	C/O Legal Department	Po Box 528		Columbia	SC	29202
6561	Topeka Sublease (Former Store #03225)	2040 S. W. Wanamaker Road	Prime Lease	Wanamaker 21 Shops	Gunning Investments, Llc	D/B/A Wanamaker 21 Shopping Center	C/O Nai Nvision	534 S Kansas Ave, Ste 1008	Kansas City	MO	64196
6561	Mrv Wanamaker, L.C.	2040 S. W. Wanamaker Road	Sublease	Wanamaker 21 Shops	Mrv Wanamaker, Lc.	3501 Southwest Fairlawn Road	Suite 200		Topeka	KS	66614
6562	Ft. Smith Sublease (Former Store #03271) (S/L)	7601 Rogers Road	Prime Lease		Cc Ft. Smith Investors 1998, Llc	C/O Cardinal Capital Partners	8214 Westchester Dr., 9Th Fl		Dallas	TX	75225
6564	Cape Girardeau Sublease (Former Store #03765)	164 Siemers Drive	Prime Lease	Cape West Shopping Center	Drury Land Development, Inc.	8315 Drury Industrial Parkway			St. Louis	MO	63114
6564	Dollar Tree Stores, Inc. (V#761)	164 Siemers Drive	Sublease	Cape West Shopping Center	Dollar Tree Stores, Inc.	500 Volvo Parkway	Attn: Real Estate Dept.		Chesapeake	VA	23320
6566	Brentwood Surplus (Former Store #03226) (S/L)	8099 Moores Lane	Prime Lease		Melville Walton Hone Trustee Of Hone Family	3243 Blackhawk Meadow Drive			Danville	CA	93506
6566	Ashley Furniture (Pot Luck Enterprises, Inc.)	8099 Moores Lane	Sublease		Pot Luck Enterprises, Inc.	1400 North Illinois Avenue, Suite 501	Attn: Real Estate		Carbondale	IL	62901
6580	N. Olmsted Surplus (Former Store #03180)	27250 Lorain Road	Prime Lease	Water Tower Square	Water Tower Square, L.P.	C/O Carnegie Management And Development Corp.	27500 Detroit Road	#300	Westlake	OH	44145
6589	Hickory Surplus (Former Store #00589)	2104 Highway #70, S.E.	Prime Lease	Valley Crossing Shopping Ctr.	Galileo Cmbs T2 Nc Lp	C/O Ert Australian Management, L.P.	420 Lexington Avenue	7Th Floor	New York	NY	10170

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LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6597	Austin Surplus (Former Store #00597)	9333 Research Blvd., Suite A-4	Prime Lease	Arboretum Crossing Sc	Kir Arboretum Crossing L.P.	C/O Kimco Realty Corporation	Po Box 5020, Code 4986Stxao564	3333 New Hyde Park Road	New Hyde Park	NY	11042-0020
6605	Harper Woods Surplus (Former Store #03605) (S/L)	20570 Kelly Road	Prime Lease		Cc Harper Woods 98, Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6608	Oklahoma City Surplus (Former Store #03508)	221 South East 74Th Street	Prime Lease	South Shields Plaza	South Shields #1 Ltd.	C/O Enterprise Asset Management, Inc., Manager	521 Fifth Avenue	Suite 1804	New York	NY	10175
6609	Troy Surplus (Former Store #03609)	750 West 14 Mile Road	Prime Lease	Oakland Mall	Urbancal Oakland Ii Llc	C/O Urban Retail Properties Llc	900 North Michigan Avenue, Suite 900		Chicago	IL	60611
6619	Humble Surplus (Former Store #03519) (S/L)	20465 Highway 59	Prime Lease		Cci Trust 1994-I; Lloyd Draper - Trustee	C/O Wilmington Trust Company	1100 North Market Street	Rodney Square North	Wilmington	DE	19890-0001
6620	Beaver Micro Surplus (Former Store #03620)	Beaver Valley Mall, Unit 528	Prime Lease	Beaver Valley Mall	Pr Beaver Valley L.P.	W510284	P.O. Box 7777		Philadelphia	PA	19175-0284
6624	College Station Surplus (Former Store #01624) (S/L)	1003 Harvey Road	Prime Lease		Cc Investors 1995-3	P. O. Box 6370			Malibu	CA	90264
6625	Lufkin Surplus (Former Store #01625) (S/L)	4600 S. Medford Dr., Suite 5000	Prime Lease		Cc - Investors 1996-1	8411 Preston Road, 8Th Floor			Dallas	TX	75225-5520
6630	Williamsport Micro-Ss (S/L) (Former Store 1630)	495 Lycoming Mall Circle	Prime Lease	Lycoming Mall	Bpp-Muncy L.L.C.	C/O Saunders Hotel Group	240 Newbury Street	Third Floor	Boston	MA	02116
6636	Green Bay Surplus (Former Store #03636) (S/L)	1940 West Mason Street	Prime Lease		Cc Green Bay 98, Llc	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110
6655	East Lansing Surplus (Former Store #03655) (S/L)	2655 East Grand River Avenue	Prime Lease	Meridian Point Center	Cc East Lansing 98, L.L.C.	C/O Lucknow Associates	4025 Crooked Hill Road		Harrisburg	PA	17110

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6703	Traverse City Surplus (Former Store #03703) (S/L)	3123 W. South Airport Road	Prime Lease		Ddrtc Mcfarland Plaza Llc	C/O Developers Diversified Realty Corporation	Attn: Executive Vice President	3300 Enterprise Parkway	Beachwood	OH	44122
6719	Elmwood Park Surplus (Former Store #03119) (S/L)	7200 West Grand	Prime Lease		Daniel G. Kamin Elmwood Park Llc	C/O Kamin Realty Co.	P. O. Box 10234		Pittsburgh	PA	15232
6729	Muncie Surplus (Former Store #03729) (S/L)	3500 North Morrison Road	Prime Lease		Bard, Ervin & Suzanne Bard	1100 Alta Loma Road	Suite 16B		Los Angeles	CA	90069
6791	Skokie Surplus (Former Store #03791)	4831 Golf Road	Prime Lease	Orchard Place	120 Orchard Llc	427 Orchard Llc, Ft Orchard Llc	C/O Marc Realty, Llc As Managing Agent	55 East Jackson Blvd., Suite 500	Chicago	IL	60604
6791	Golf Galaxy, Inc.	4831 Golf Road	Sublease		Golf Galaxy	Accounts Payable	Po Box 7000		Coraopolis	PA	15108
6792	Staples, The Office Superstore East, Inc.	4831 Golf Road	Sublease		Staples, The Office Superstore, Inc.	P.O. Box 9271	500 Staples Drive	Attn: Lease Administrat or	Framingham	MA	01701-9271
6802	Springfield Ss Relo Lease (Former Store #802)	7039 Old Keene Mill Road	Prime Lease		Mr Keene Mill 1 Llc	C/O Monument Realty	1700 K Street, Nw Suite 600		Washington	DC	20006
6807	Knoxville Surplus (Former Store #00807)	2936 Knoxville Center Drive	Prime Lease	Knoxville Center Mall	Spg Tennessee, L.P.	C/O Simon Property Group	225 W. Washington Street		Indianapolis	IN	46204-3438
6861	Montgomery Surplus (Former Store #00860) (S/L)	3987 Eastern Boulevard	Prime Lease	Montgomery Towne Center	Montgomery Towne Center Station, Inc	Attn: R. Mark Addy, Coo	11501 Northlake Drive		Cincinnati	OH	45249
6899	Louisville Surplus (Former Music Dc #00899) (S/L)	7100 Global Drive	Prime Lease		Bond C.C. Iv Delaware Business Trust	C/O Bond C.C., L.P.	2901 Butterfield Road		Oak Brook	IL	60521
6954	Nashville Ss Relo Lease	1647 Gallatin Road, North	Prime Lease	Rivergate Shopping Center	Rivergate Station Shopping Center Lp	C/O Kimco Realty Corp	P. O. Box 5020		New Hyde Park	NY	11042
6954	Sam Ash Pennsylvania, Inc.	1647 Gallatin Road, North	Sublease		Sam Ash Megastores, Llc	Attn: David C. Ash	P.O. Box 9047		Hicksville	NY	11802

EXHIBIT A

LOC. #	NAME	ADDRESS	PRIME/ SUBLEASE	SHOPPING CENTER NAME	LANDLORD/ SUBTENANT ADDRESS	ADDR 1	ADDR 2	ADDR 3	CITY	STATE	ZIP
6988	Carmel Surplus (Former Store #03535)	14455 Clay Terrace Boulevard	Prime Lease	Clay Terrace Shopping Center	Clay Terrace Partners, Llc	C/O Simon Property Group, Lp	115 W. Washington Street		Indianapolis	IN	46204
6989	San Angelo Surplus (Former Store #03573)	4351 West Houston Harte Expressway	Prime Lease	San Angelo Town Center Sc	Scc San Angelo Partners, Ltd	301 Congress Ave	Suite 1550		Austin	TX	78746
6990	East Northport Surplus (Former Store #03553)	3083-87 Jericho Turnpike	Prime Lease	Stop N' Shop East Northport	Stop & Shop Supermarket Company, Llc	1385 Hancock Street			Quincy	MA	02169
6992	Timonium Surplus (Former Store #00826)	130 West Ridgely Road	Prime Lease	Lutherville Station Shopping Center	Hri/Lutherville Station, Llc	C/O The Hutensky Group	100 Constitution Plaza	Seventh Floor	Hartford	CT	06103-1703
6993	Burlington Surplus (Former #02002 Connect Store)	6 Wayside Road; Space 6Q	Prime Lease	Wayside Commons	Wayside Commons Investors Llc	C/O Ubs Realty Investors Llc	Attn: Asset Manager	242 Trumbull Street	Hartford	CT	06103
6994	Medford Surplus (Former #02001 Connect Store)	65 Station Landing	Prime Lease	Station Landing	Station Landing, Llc	C/O National Development	2310 Washington Street	Attn: John J. O'Neil, Iii	Newton Lower Falls	MA	02462